



CONSTITUTION

Constitution of the Adair Club

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Constitution of the Adair Club

CHAPTER 1.—PRELIMINARY PROVISIONS

Name and Affiliation

1. (1) The organisation shall be called the “Adair Club”.
- (2) The Club is established under the aegis of the Provincial Grand Lodge of Somerset. It submits to the authority of the Provincial Grand Lodge of Somerset, the Provincial Grand Lodge of any Province in which its activities extend and ultimately that of the United Grand Lodge of England.

Interpretation

2. (1) This Constitution shall be interpreted in accordance with the definitions contained in Schedule 1.
- (2) Any act, notice or procedure required under this Constitution to be done in writing may be carried out by email, and any reference herein to “in writing” and similar expressions shall be interpreted accordingly unless specifically provided otherwise.

Objects

3. (1) The objects of the Club shall be:
 - (a) To represent the interests of junior Freemasons in the Province for the younger and new generation of Freemasons in the Province, specifically those under the age of forty or under five years membership regardless of age and to provide a support to those new to Freemasonry to maximise their benefit from membership of it;
 - (b) To promote a greater understanding and awareness of Freemasonry amongst the general public, including its benefits for young people;
 - (c) To liaise and co-operate with other Masonic organisations under the authority of, or recognised by, the United Grand Lodge of England;
 - (d) To encourage and assist its members with organised visits to Lodges throughout the Province and beyond; and
 - (e) To organise activities of a social and educational nature including, but not limited to: entertainments, meetings, lectures, discussions, publications, trips and such other activities contemplated by this Constitution or deemed appropriate by the Committee.
 - (f) To be representative of its membership, be modern, efficient and self-sustainable.
 - (g) To engage with and be complimentary to the mentoring scheme and to work closely with Provincial and area Mentors to promote membership development.
- (2) In furtherance of the objects stated in (1) above, but not otherwise, the Club shall be empowered to:
 - (a) Do all such lawful things as may be deemed necessary in order to further the stated objects of the Club; and
 - (b) Raise funds by way of donations, contributions, subscriptions, legacies and any other lawful method.

CHAPTER 2.—MEMBERSHIP

Eligibility for Membership

4. (1) Membership of the Club shall be open to any Freemason under the age of forty years of age or who has been a Freemason for less than five years, who is:

- (a) A subscribing member of a Lodge or Chapter within the Province; or
- (b) A subscribing member of a Lodge or Chapter on the register of the United Grand Lodge of England or Supreme Grand Chapter of England respectively, and who is resides or works within the Province.

(2) Any Freemason not meeting the qualifications in (1) above who is desirous of joining the Club may apply to the Committee – in such manner and form as the Committee may determine – to be considered for membership. If the Committee resolves that the applicant's membership would benefit the Club he shall become a member of the Club and be admitted to the rights and privileges of membership.

Auto-enrolment

5. (1) A person eligible for membership under section 4(1) above automatically becomes a member of the Club upon meeting the eligibility requirements and being enrolled as a member. He continues as a member until such time as that member indicates that he no longer wishes to be involved with the Club.

(2) No joining fee or annual subscription is payable.

Membership Records

6.—(1) The Secretary shall maintain an accurate and up-to-date register of members containing the following:

- (a) The full name(s) of each member;
- (b) An address, telephone number, and email address for each member;
- (c) The name and number of a member's Lodge and/or Chapter;
- (d) The date of birth of each member; and
- (e) Any other information the Committee may deem necessary.

(2) The Club's membership records, including completed membership forms, shall be kept in accordance with the requirements of the Data Protection Act 1998 and all other applicable legislation. The Committee shall adopt a Data Protection Policy which it shall review from time to time. The Secretary is the designated Data Protection Officer for the Club.

(3) Any member may request a list of current members of the Club, for which purpose the Secretary shall maintain a redacted list of members containing only the names and Lodges and/or Chapters of members.

Cessation of Membership

7. (1) Except as under (2) and section 8 below, cessation of any of the qualifications for membership contained in section 4(1) above shall result in membership of the Club being terminated *ipso facto*.

(2) Should any member no longer qualify under section 4(1), but still be desirous of membership, then his application can be considered by the Committee, who will have discretion to allow that members continued membership.

Resignation of Membership

8. (1) A member of the Club may terminate his membership at any time by submitting his resignation in writing to the Secretary who shall inform the Committee of the resignation.

(2) The Secretary shall inform the Annual General Meeting of all resignations submitted in the preceding year.

Honorary Members

9. (1) The Chairman, with the approval of the Committee, may offer Honorary Membership of the Club to any Freemason.

(2) An Honorary Member shall possess the right of attending meetings of the Club, but not of making or voting upon any proposition, voting to elect the Chairman, or holding any office in the Club, nor shall his name be included in the membership records maintained under section 6 above, but the Secretary shall maintain a separate list of Honorary Members.

Discipline and Complaints

10. (1) The Committee shall be empowered to impartially investigate any complaint or matter of misconduct or discipline concerning any member of the Club arising during the affairs of the Club. The Committee shall be empowered to exclude any member if his conduct is found to warrant this course of action following a proper hearing of the facts. At this hearing of the facts the member concerned is entitled to be accompanied by a fellow member of the Club who may speak on his behalf.

(2) Any complaint concerning the Chairman shall be referred to the Provincial Grand Master. Any complaint or matter of discipline may be referred to the Provincial Grand Master as arbitrator if it cannot be resolved internally or is of such a nature as to warrant this course of action.

CHAPTER 3.—THE COMMITTEE

Composition and Powers of the Committee

11. (1) The affairs of the Club shall be managed by a Committee, which shall consist of the Chairman, the Secretary, the Treasurer, the Membership Secretary, the Over 40s Representative, two Committee Members, and *ex officio* the two past Chairmen to have most recently held the office of Chairman. Only members of the Club may serve on the Committee.

(2) The Committee shall have the following powers:

(a) Except as otherwise provided in this Constitution the Committee may do all such things on behalf of the Club as are not required to be done by the Club in an Annual or Extraordinary General Meeting.

(b) The Committee may – by a two-thirds majority of those members present and voting – make, amend, revoke and replace regulations for the management of the Club. Such regulations shall not contradict or be otherwise incompatible with the provisions of this Constitution. No such regulation shall be made unless the proposed wording thereof shall have been circulated to the Committee at least twenty-four hours in advance of the meeting at which the regulation is to be proposed.

Procedure of the Committee

12. (1) The quorum for meetings of the Committee shall be three.

(2) The Chairman, or in his absence the Secretary, shall preside at all meetings of the Committee, but if both are absent the members of the Committee present shall appoint one of their number to preside.

(3) Except as otherwise provided in this Constitution any question to be decided by the Committee shall be decided by a simple majority of its members present and voting and each member shall have one vote. In the event that the votes are equal on any question before the Committee the chairman of the meeting shall have a second, or casting, vote.

(4) Subject to this Constitution the Committee may regulate its own procedure.

Ordinary Meetings of the Committee

13. (1) The Committee should aim to have at least four ordinary meetings between Annual General Meetings.

(2) Ordinary Meetings of the Committee may be called by:

(a) The Secretary, giving at least four days' notice, in writing, specifying the date, time, and place of the meeting, to all members of the Committee; or

(b) Any three members of the Committee, submitting to the Secretary (who shall immediately inform the rest of the Committee) a requisition specifying the date, time and place of the meeting, that not being earlier than five days after the date on which the requisition was submitted.

(3) The Secretary shall circulate the agenda for an ordinary meeting of the Committee at least twenty-four hours in advance of the meeting.

Emergency Meetings of the Committee

14. (1) Emergency meetings of the Committee may be called by:

(a) The Chairman, giving at least twenty-four hours' notice, in writing, specifying the date, time, and place of the meeting, together with a description of the urgent business to be considered thereat; or

(b) Any three members of the Committee, submitting to the Secretary (who shall immediately inform the rest of the Committee) a requisition specifying the date, time, and place of the meeting (that date and time not being earlier than twenty-four hours after the date and time at which the requisition was submitted) together with a description of the urgent business to be considered thereat.

(2) The business to be transacted at an emergency meeting shall not include any business except such as is mentioned on the notice or requisition convening the meeting, nor shall the minutes of any previous meeting be read or confirmed at an emergency meeting.

Minutes of Committee Meetings

15. (1) The Secretary shall record accurate minutes of all meetings of the Committee. The minutes of each meeting of the Committee shall be read at the ordinary meeting next following (unless an exact copy has been sent to each member of the Committee with the agenda for the meeting) and submitted for confirmation as a true record of fact.

(2) In the absence of the Secretary the members present shall appoint one of their number to record the minutes.

CHAPTER 4.—OFFICERS OF THE CLUB

Officers of the Club

16. (1) The Club shall have the following officers:

- (a) The Patron;
- (b) The Vice-Patron
- (c) The Chairman;
- (d) The Secretary;
- (e) The Treasurer;
- (f) The Membership Secretary
- (g) An Over-40s Representative
- (h) Three Committee members.

(2) The officers outlined in (1)(c)-(g) above shall have such responsibilities as are outlined in Schedule 2 to this Constitution.

(3) Only members of the Club may serve as officers outlined in (1)(c)-(h) above.

(4) No member may hold more than one office at the same time.

The Patron and Vice Patron

17. (1) The office of Patron of the Club shall *de facto* be held by the Provincial Grand Master for Somerset unless he is not desirous of fulfilling this role or gives his consent for the Committee to invite some other distinguished Freemason to serve as Patron.

(2) The office of Vice Patron of the Club shall be held by the Assistant Provincial Grand Master for Somerset nominated by the Provincial Grand Master as having responsibility for supporting the Club, the same exceptions in 15(1) above equally applying.

(3) For all purposes under this Constitution the Patron, Vice-Patron and all past Patrons and Vice-Patrons shall enjoy the same rights and privileges as an Honorary Member.

Election of the Chairman

18. (1) The Chairman shall be elected at the Annual General Meeting and shall hold office from the conclusion of the Annual General Meeting at which he is elected (or re-elected) until the conclusion of the next Annual General Meeting.

(2) The Chairman shall be elected in accordance with the rules outlined in Schedule 3 to this Constitution.

(3) No member shall be eligible to be elected to the office of Chairman for more than two consecutive terms.

Appointment of other Officers

19. (1) The Secretary, Treasurer and three members of the Committee shall be appointed by the Chairman at the beginning of his term and shall hold office from the conclusion of the Annual General Meeting at which that Chairman was elected until the conclusion of the next Annual General Meeting.

(2) Should the Chairman be dissatisfied with the conduct of any of the officers outlined in section 16(1)(c)-(h) above, he may lay a motion before an

ordinary meeting of the Committee that such officer be removed from his office. The particulars of the complaint shall be sent to the officer concerned at least seven days before such meeting is to take place. If the motion proposed by the Chairman is approved by two-thirds of the members of the Committee, the officer shall be removed from his office and from the Committee.

Resignation and Vacancies

20. (1) The Chairman may resign his office at any time by submitting his resignation to the Committee either orally at a General Meeting or in writing. All other officers may resign their office by submitting their resignation to the Chairman in writing.

(2) In the event of the death or resignation of the Chairman, the Secretary shall act as Chairman until such time as a new Chairman shall be elected in accordance with the procedure in Schedule 3.

(3) In the event of the death, resignation or removal of the Secretary the Chairman shall appoint a member of the Club to take the office of Secretary.

(5) In the event of the death, resignation or removal of the Treasurer the Chairman shall appoint a member of the Club to take the office of Treasurer.

(6) In the event of the death, resignation or removal of any other member of the Committee, or of a vacancy arising on the Committee for any other reason, the Chairman shall appoint a member of the Club to fill the vacancy.

CHAPTER 5.—FINANCE

Financial Records

21. The Treasurer shall keep proper and up-to-date records of the Club's finances and allow inspection of those records by a member if requested.

Bank Account

22. The Club's funds shall be deposited in a bank account with such bank or building society as the Committee shall from time to time decide. The Chairman, Treasurer and Secretary shall be joint signatories on the account. No other accounts may be opened except with the express permission of the Committee.

Expenditure

23. (1) Any expenditure not covered under (a) and (b) below must be authorised in advance by an Annual General Meeting or Extraordinary General Meeting of the Club.

(a) If expenditure is necessary before a meeting of the Committee can be held the Treasurer may authorise it with the consent of the Chairman and then must report that expenditure at the next meeting of the Committee. Expenditure under this paragraph may not exceed £300.

(b) The Committee may authorise any expenditure not in excess of £1500.

(2) The Club shall not be liable for any expenditure that has not been authorised in accordance with (1) above.

Accounts

24. The examined accounts shall be made up until the end of March and shall be presented to the Club for approval at the Annual General Meeting in April, and a copy of those accounts shall be sent to every member together with the agenda for the meeting.

Auditors

25. (1) At the first meeting of the Committee following the preceding Annual General Meeting (or as soon as is practicable thereafter), the Committee shall appoint two members to serve as Account Examiners for the ensuing year and until the conclusion of the next Annual General Meeting.

(2) The Account Examiners shall examine the accounts made up by the Treasurer and shall be given access to all minutes, receipts, papers and other records if requested.

CHAPTER 6.—GENERAL MEETINGS

Annual General Meeting

26. (1) The Club shall hold an Annual General Meeting each year in the month of April on such date and at such time and place as the Chairman shall direct, and the Secretary shall give every member at least twenty-one days' notice thereof.

(2) The business to be transacted at each Annual General Meeting shall be as follows:

- (a) To approve the minutes of the previous Annual General Meeting (together with the minutes of any Extraordinary General Meetings which may have been held);
- (b) To approve the audited annual accounts for the year, together with a report from the Treasurer;
- (c) To receive a report from the Secretary;
- (d) To receive a report from the Chairman;
- (e) The Committee to take questions;
- (f) To elect the Chairman for the ensuing year; and
- (g) To consider any resolutions under section 23 above, or under section 29 below, of which proper notice has been given.

(3) Not less than seven days before the date of the meeting the Secretary shall distribute to every member an agenda, together with:

- (a) The accounts compiled under section 24 above;
- (b) The minutes of the previous Annual General Meeting (and the minutes of any Extraordinary General Meetings); and
- (c) The full text of any resolutions to be considered under section 5(2)(a) above, under section 23 above, or under section 29 below.

(4) The proceedings of an Annual General Meeting shall not be invalidated by the accidental omission to send to any member the notice of the meeting.

Extraordinary General Meetings

27. (1) An Extraordinary General Meeting of the Club shall be called by:

- (a) The Chairman, who shall instruct the Secretary to give every member no less than seven days' notice of the date, time and place of the meeting together with the details of the business to be transacted thereat, and the full text of any resolution to be considered; or

(b) Any ten members of the Club submitting a requisition to the Secretary, whereupon the Committee shall convene an Extraordinary General Meeting no sooner than fourteen days and no later than twenty-eight days from the date on which the requisition was received. The Secretary shall give every member no less than seven days' notice of the date, time and place of the meeting together with the details of the business to be transacted thereat, and the full text of any resolution to be considered.

(2) The business to be transacted at an Extraordinary General Meeting shall not include any business except such as is mentioned on the notice or requisition convening the meeting, nor shall the minutes of any previous meeting be read or confirmed at an Extraordinary General Meeting.

(3) The proceedings of an Extraordinary General Meeting shall not be invalidated by the accidental omission to send to any member the notice of the meeting.

Procedure at General Meetings

28. (1) The quorum for General Meetings shall be five members.

(2) It shall be the prerogative of the Chairman to preside at all General Meetings of the Club, but he may elect to delegate this responsibility to the another nominated committee member.

(3) Only members of the Club shall be entitled to vote at a General Meeting. Except as otherwise provided by this Constitution all votes taken shall be on a show of hands and every member shall have one vote. In the event that the votes are equal on any question before the meeting the chairman of the meeting shall have a casting vote in addition to any other vote he might have.

(4) Any motion, resolution, or other proposal at a General Meeting shall require a member to propose it and a member to second it.

(5) The Secretary shall record accurate minutes of all General Meetings. In the absence of the Secretary the chairman of the meeting shall assign a member to record the minutes.

CHAPTER 7.—THE CONSTITUTION

Amendment of the Constitution

29. (1) This Constitution, or any part thereof, shall not be amended except by way of a resolution (detailing the precise words to be altered, inserted or deleted) proposed at an Annual General Meeting or Extraordinary General Meeting called for that purpose.

(2) No resolution proposing to amend this Constitution shall pass unless two-thirds of those members present and voting at a General Meeting vote in favour of it.

Title and Commencement

30. (1) The full title of this Constitution shall be the "Constitution of the Adair Club".

(2) This Constitution shall come into force on .

SCHEDULES

SCHEDULE 1 – INTERPRETATION

In this Constitution the following words and expressions have the meanings ascribed to them below unless the contrary appears from the context:

“Annual General Meeting” means the General Meeting required to be held under section 26 above.

“Auditors” means the Auditors of the Club appointed under section 25 above.

“Chairman” means the Chairman of the Club.

“Chairman of the meeting” means that person presiding at the meeting.

“Chapter” means a Chapter of Holy Royal Arch Masons on the register of the Supreme Grand Chapter of England.

“Committee” means the Committee of the Club constituted under section 11 above.

“Constitution” means the Constitution of the Adair Club.

“Extraordinary General Meeting” means any General Meeting held in accordance with section 27 above.

“Freemason” means a person who has been regularly Initiated in any Lodge of Free and Accepted Masons on the register of the United Grand Lodge of England.

“General Meeting” means an Annual General Meeting or Extraordinary General Meeting.

“Grand Master” means the Grand Master of the United Grand Lodge of England.

“Honorary Member” means a Freemason admitted to Honorary Membership of the Club under section 10 above.

“Lodge” means a Lodge of Free and Accepted Masons on the register of the United Grand Lodge of England.

“Member” means a member of the Adair Club.

“Member(s) of the Committee” means a member of the Committee as specified by section 11 above.

“Chairman” means the Chairman of the Adair Club.

“the Province” means that geographic area, specified by the Grand Master under Rule 62 of the Book of Constitutions, within which the Provincial Grand Lodge of Somerset has jurisdiction.

“Provincial Grand Lodge” means the Provincial Grand Lodge of Somerset.

“Provincial Grand Master” means the Provincial Grand Master for Somerset.

“Secretary” means the Secretary of the Adair Club appointed in accordance with this Constitution.

“The Club” means the Adair Club.

“Treasurer” means the Treasurer of the Adair Club appointed in accordance with this Constitution.

“UGLE” means the United Grand Lodge of England or the liaison officer appointed by the Pro Grand Master to liaise with NYMCs.

SCHEDULE 2 – RESPONSIBILITIES OF OFFICERS OF THE CLUB

The Chairman

1. (1) The Chairman shall set the priorities and direction of the Club during his time in office and shall generally lead, oversee and direct the work of the other Officers and liaise with the Clubs of other Provinces and UGLE.

(2) He shall represent the Club and be its spokesman and shall be responsible for authorising any and all communications between the Club and the media.

(3) He shall perform such other duties as are imposed on the Chairman by this Constitution.

The Secretary

2. (1) The Secretary shall keep custody of all books, documents, papers and other records of the Club (except for the financial records referred to in paragraph 3(3) below).

(2) He shall keep a record of all matters of importance to the Club and generally do all such things as may be required of him by the Chairman and the Committee.

(3) He shall perform such other duties as are imposed on the Secretary by this Constitution.

The Treasurer

3. (1) The Treasurer shall receive all monies paid to or received by the Club, issue receipts for those monies in the name of the Club, and ensure that all monies received are promptly paid into the account of the Club referred to in section 22 above.

(2) He shall make any payments authorised by the Committee or by a General Meeting of the Club.

(3) He shall ensure that the financial records of the Club are kept in good order and coordinate the preparation of the financial statements of the Club and their certification by the Auditors prior to their submission to the Annual General Meeting.

(4) He shall perform such other duties as are imposed on the Treasurer by this Constitution.

The Membership Secretary

4. (1) The Membership Secretary shall be responsible for maintaining records of all new members, contacting those new to the Club to ensure they are aware of the Clubs activities and generally being the first point of contact for new members.

The Over 40s Representative

5. (1) The over 40s Representative shall be responsible for ensuring the interests of those members over 40 are represented.

(2) He shall ensure that a range of activities of interest to those over 40 are included in the Club calendar.

Committee Members

6. (1) The Committee Members shall attend meetings of the Committee and generally be available to support and assist the Chairman and the other Officers of the Club in the exercise of their duties.

(2) They shall undertake such other duties as may from time to time be delegated or assigned to them by the Chairman or the Committee and perform such other duties as are imposed on them by this Constitution.

SCHEDULE 3 – ELECTION OF THE CHAIRMAN

Nominations

1. (1) At the same time as giving notice of the Annual General Meeting under section 25(1) above, the Secretary shall invite nominations for the office of Chairman. Nominations must be received no later than five days after the date of the notice of the meeting.

(2) To be nominated a member must be proposed and seconded by two other members. No member may be nominated without his consent.

(3) If by the deadline for receipt of nominations only one member has been nominated the Annual General Meeting shall declare that member elected unopposed. If more than one member is nominated a ballot shall be held in accordance with paragraph 2 below.

(4) If by the deadline for receipt of nominations no member has been nominated, or if before the time set for the Annual General Meeting all those members nominated have withdrawn their consent to be so nominated, the chairman of the meeting shall invite nominations from the floor. If only one member is nominated the chairman of the meeting shall declare that member elected unopposed, but if more than one member is nominated a ballot shall be held in accordance with paragraph 2 below.

Ballot

2. (1) If a ballot is required for the election of the Chairman, the chairman of the meeting shall appoint two members present to act as scrutineers to conduct the

ballot. The scrutineers must not be nominees or members who have proposed or seconded any of the nominees.

(2) The ballot shall be a secret ballot and each member shall have one vote. Only those members present at the meeting shall be allowed to vote.

(3) The scrutineers shall give each member a blank piece of paper (a ballot paper). Each member shall write on the ballot paper the name of the nominee for whom they wish to vote. Ballot papers which do not comply with this sub-paragraph or (4) below shall be treated as spoilt, blank or void and not counted.

(4) Each ballot paper on which the name of a single nominee has been written counts as one vote for that nominee.

(5) The scrutineers shall declare elected the nominee who received the highest number of votes.

(6) If the scrutineers are unable to declare the result of the ballot because no nominee has received the highest number of votes, the scrutineers must:

- (a) re-run the ballot in accordance with (1)-(5) above; or
- (b) with the agreement of the nominees, decide by lot which of them is to be elected.